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AMENDMENT AND EXTENSION OF PAID UP OIL AND GAS LEASE

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, **Gary B. Williams and wife, Carolyn L. Williams** whose address is 6001 Flintshire Ct., Arlington, Texas, 76017 ("Lessor") executed that certain Paid Up Oil And Gas Lease dated February 25, 2008 with **Dale Property Services, L.L.C.**, as Lessee, and which is recorded in document number D208140205 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and, WHEREAS the Lease was assigned to **Chesapeake Exploration, L.L.C.**, ("Lessee") in that certain Assignment of Oil And Gas Leases filed for record on June 13, 2008, and recorded in document number D208227279, Tarrant County, Texas,

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional six (6) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to August 25, 2011, and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled therewith, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 26th day of February, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:

Gary B. Williams
Gary B. Williams

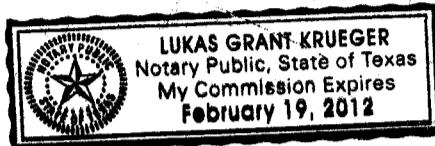
Carolyn L. Williams
Carolyn L. Williams

Individual Acknowledgment

STATE OF TEXAS
COUNTY OF TARRANT

BEFORE ME, on this day personally appeared **Gary B. Williams**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for purposes and considerations therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10 day of
FEBRUARY, 2011.



SEAL:

Notary Public in and for the State of Texas.

Signature of Notary:

2683

LUCAS ERNST KREUZER

(Print Name of Notary Here)

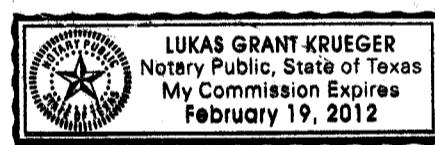
My Commission Expires: FEBRUARY 19, 2012

Individual Acknowledgment

STATE OF TEXAS
COUNTY OF TARRANT

BEFORE ME, on this day personally appeared **Carolyn L. Williams**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for purposes and considerations therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10 day of
February, 2011.



SEAL:

Notary Public in and for the State of Texas.

Signature of Notary:

D. L. Sh.

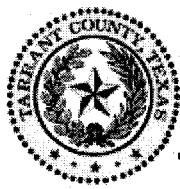
Lukas Cesar Keijzer

(Print Name of Notary Here)

My Commission Expires: February 19, 2012

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

ORANGE ENERGY
1808 HARWOOD CT STE A
HURST, TX 76054

Submitter: HEATHER J CROOK

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Filed For Registration: 4/12/2011 3:26 PM

Instrument #: D211086292

OPR 3 PGS \$20.00

By: _____

Mary Louise Garcia

D211086292

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BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: AKCHRISTIAN